

Particulars of a mortgage or charge

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

**395****M**

CHFP025

Please do not
write in
this margin

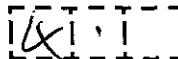
Please complete
legibly, preferably
in black type, or
bold block lettering

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number



545018

Name of company

* Littlewoods Promotions Limited

*insert full name
of Company

Date of creation of the charge

15 October 2001

Description of the instrument (if any) creating or evidencing the charge (note 2)

Charge over Shares

Amount secured by the mortgage or charge

See attached Rider A

Names and addresses of the mortgagees or persons entitled to the charge

The Governor and Company of the Bank of Scotland, a company incorporated
by Act of Parliament in Scotland of The Mound, Edinburgh EH1 1YZ for
itself and as agent and trustee for and on behalf of each of the
Beneficiaries (as defined in the attached Rider A).

Postcode

Presentor's name address and
reference (if any):

Dickson Minto
11 Walker Street
EDINBURGH EH3 7NE

Form:litpro1.LFD

B027/391/NAL/AJP/CJM

Time critical reference

For official Use
Mortgage Section

Post room



A04
COMPANIES HOUSE

AURJ350N

0786
18/10/01

Short particulars of all the property mortgaged or charged

See attached Rider B

Please do not
write in
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Please complete
legibly, preferably
in black type, or
bold block
lettering

Particulars as to commission allowance or discount (note 3)

N/A

Signed

Dickson Minto

Date

17.10.01

On behalf of ~~[company]~~ [mortgagee/chargee] †

A fee of £10 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 5)

† delete as
appropriate

Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ

LITTLEWOODS PROMOTIONS LIMITED

(Registered Number 545018)

FORM 395 - RIDER A - CHARGE OVER SHARES

Amount secured by the charge

All present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally or as principal debtor, guarantor, surety or otherwise) of each Obligor to the Security Trustee and the Beneficiaries or any of them under the Financing Documents together with (a) any refinancing, novation, refunding, deferral or extension of or increase in any of those obligations or liabilities of any Obligor under any facility agreement entered into after 15th October 2001 with all or any of the Beneficiaries, (b) any further obligations and liabilities which may be made by any Beneficiary to any Obligor under any agreement expressed to be supplemental to any of the Financing Documents and all interest, fees and costs in connection therewith and (c) all costs, charges and expenses incurred by the Security Trustee or any Beneficiary in connection with the protection, preservation or enforcement of its respective rights thereunder.

Where:-

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|-----------------------|---|
| "the Beneficiaries" | means the Senior Banks, the Mezzanine Lenders, the Hedging Banks and the Overdraft Bank and "Beneficiary" shall be construed accordingly; |
| "Chargor" | means Littlewoods Promotions Limited, a company incorporated in England under the Companies Acts with registered number 545018 and having its registered office at Walton Hall Avenue, Liverpool, Merseyside L67 1AA; |
| "the Companies Act" | means the Companies Act 1985 (as amended); |
| "Financing Documents" | means the Financing Documents as defined in each of the Senior Facility Agreement and the Mezzanine Facility Agreement together with the Overdraft Facility Letter; |
| "Group" | means the Parent and its subsidiaries from time to time; |

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"Hedging Banks"	has the meaning set out in the Senior Facility Agreement;
"Mezzanine Facility Agreement"	means the facility agreement dated 10 th August 2000 between, the Parent (1), the Mezzanine Lenders (2) and the Agent (as defined therein) (3) (such agreement as amended, varied, supplemented, novated or replaced from time to time);
"Mezzanine Lenders"	means the Mezzanine Lenders as defined in the Mezzanine Facility Agreement;
"Obligor"	means any member of the Group which has or will have any liability (actual or contingent) and whether alone or jointly with any other person and whether as principal debtor, guarantor, surety or otherwise to the Security Trustee or any Beneficiary for payment or repayment of any amounts outstanding or capable of becoming outstanding under the Financing Documents;
"Overdraft Bank"	means the Bank of Scotland in its capacity as provider of the Overdraft Facility in terms of Overdraft Facility Letter;
"Overdraft Facility"	means the overdraft facility of up to £3,000,000;
"Overdraft Facility Letter"	means the working capital facility letter dated 10 th August 2000 from Bank of Scotland to the Parent (such letter as amended, varied, supplemented, novated or replaced from time to time);
"Parent"	means Sportech plc (formerly known as Rodime plc) (Registered Number 69140);
"Security Trustee"	means The Governor and Company of the Bank of Scotland, a company incorporated by Act of Parliament in Scotland of The Mound, Edinburgh EH1 1YZ;
"Senior Banks"	means the Banks as defined in the Senior Facility Agreement; and



"Senior Facility Agreement" means the facility agreement dated 10th August 2000 between the Parent (1), the Senior Banks (2) and the Agent (as defined therein) (3) (such agreement as amended, varied, supplemented, novated or replaced from time to time).

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LITTLEWOODS PROMOTIONS LIMITED

(Registered Number 545018)

FORM 395 - RIDER B - CHARGE OVER SHARES

Short particulars of the property charged

The Shares and all Associated Rights; provided that all dividends paid in respect of the Shares and received by the Security Trustee shall, until the enforcement by the Security Trustee of the security constituted by the Charge over Shares be paid to the Chargor.

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Where:-

"Associated Rights"

means all dividends paid or payable after 15th October 2001 on all or any of the shares and all stocks, shares, securities (and the dividends and interest thereon) rights, moneys or property accruing or offered at any time by way of redemption, bonus, preference, option rights, warrant rights or otherwise to or in respect of any of the Shares or in substitution or exchange for any of the Shares;

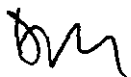
"the Company"

means Littlewoods Leisure Marketing Services Limited, a company incorporated in England and Wales under the Companies Act (Reg. No. 3041010) and having its registered office at Walton Hall Avenue, Liverpool, Merseyside L67 1AA; and

"Shares"

means the entire issued share capital of the Company together with all Associated Rights.

Terms defined in the above Rider A shall bear the same meaning in this Rider B.



FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 00545018

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER SHARES DATED THE 15th OCTOBER 2001 AND CREATED BY LITTLEWOODS PROMOTIONS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM EACH OBLIGOR TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND AND THE BENEFICIARIES OR ANY OF THEM UNDER THE FINANCING DOCUMENTS (ALL TERMS AS DEFINED) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 18th OCTOBER 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd OCTOBER 2001.

P. Rean



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES